



ANNUAL STATEMENT

For the Year Ended December 31, 2012
of the Condition and Affairs of the

Thrive Health Plans, Inc.

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... 14225 Employer's ID Number..... 45-2375150

Organized under the Laws of DC State of Domicile or Port of Entry DC Country of Domicile US

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... May 20, 2011 Commenced Business..... March 16, 2012

Statutory Home Office 888 16th Street NW, Suite #800..... Washington DC 20006
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 888 16th Street NW, Suite #800..... Washington DC 20006 202-349-9839
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 888 16th Street NW, Suite #800..... Washington DC 20006
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 888 16th Street NW, Suite #800..... Washington DC 20006 202-349-9839
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.thrivehp.com

Statutory Statement Contact Thomas M Duncan 202-349-9839
(Name) (Area Code) (Telephone Number) (Extension)
tduncan@thrivehp.com 202-349-9840
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Thomas M Duncan	CEO	2. Edward Porcaro	COO
3. Jack Martin	CFO	4. Richard Ashby	CMO

OTHER

DIRECTORS OR TRUSTEES

Dennis Ellis Guy Williams Eddie Hall Thomas M Duncan

State of.....
County of.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

_____ (Signature) Thomas M Duncan	_____ (Signature) Edward Porcaro	_____ (Signature) Jack Martin
1. (Printed Name) CEO	2. (Printed Name) COO	3. (Printed Name) CFO
_____ (Title)	_____ (Title)	_____ (Title)

Subscribed and sworn to before me
This _____ day of _____ 2013

a. Is this an original filing? Yes [X] No []

b. If no

1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

Summary Investment Schedule

NONE

Schedule A-Verification

NONE

Schedule B-Verification

NONE

Schedule BA-Verification

NONE

Sch. D-Verification

NONE

Sch. D-Summary by Country

NONE

Sch. D-Pt. 1A-Sn. 1

NONE

Sch. D-Pt. 1A-Sn. 1

NONE

Sch. D-Pt. 1A-Sn. 1

NONE

Sch. D-Pt. 1A-Sn. 2

NONE

Sch. D-Pt. 1A-Sn. 2

NONE

Sch. DA-Verification

NONE

Sch. DB-Pt. A-Verification

NONE

Sch. DB-Pt. B-Verification

NONE

Sch. DB-Pt. C-Sn. 1

NONE

Sch. DB-Pt. C-Sn. 2

NONE

Sch. DB-Verification

NONE

Sch. E-Verification

NONE

Sch. A-Pt. 1

NONE

Sch. A-Pt. 2

NONE

**Sch. A-Pt. 3
NONE**

**Sch. B-Pt. 1
NONE**

**Sch. B-Pt. 2
NONE**

**Sch. B-Pt. 3
NONE**

**Sch. BA-Pt. 1
NONE**

**Sch. BA-Pt. 2
NONE**

**Sch. BA-Pt. 3
NONE**

**Sch. D-Pt. 1
NONE**

**Sch. D-Pt. 2-Sn. 1
NONE**

**Sch. D-Pt. 2-Sn. 2
NONE**

**Sch. D-Pt. 3
NONE**

**Sch. D-Pt. 4
NONE**

**Sch. D-Pt. 5
NONE**

**Sch. D-Pt. 6-Sn. 1
NONE**

**Sch. D-Pt. 6-Sn. 2
NONE**

**Sch. DA-Pt. 1
NONE**

**Sch. DB-Pt. A-Sn. 1
NONE**

**Sch. DB-Pt. A-Sn. 2
NONE**

**Sch. DB-Pt. B-Sn. 1
NONE**

**Sch. DB-Pt. B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt. B-Sn. 2
NONE**

**Sch. DB-Pt. B-Sn 2B-Broker List
NONE**

**Sch. DB-Pt. D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

1	2	3	4	5	6	7
Depository	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
Open Depositories						
BB&T BANK.....0010	2,519	2,519	1,540,253	XXX
0199999. Total - Open Depositories.....	.XXX..	.XXX.....	2,519	2,519	1,540,253	XXX..
0399999. Total Cash on Deposit.....	.XXX..	.XXX.....	2,519	2,519	1,540,253	XXX..
0599999. Total Cash.....	.XXX..	.XXX.....	2,519	2,519	1,540,253	XXX..

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January.....	1,725,723	4. April.....	1,687,932	7. July.....	1,615,283	10. October.....	1,593,384
2. February.....	1,711,992	5. May.....	1,666,683	8. August.....	1,609,475	11. November.....	1,564,830
3. March.....	1,706,697	6. June.....	1,642,117	9. September.....	1,602,262	12. December.....	1,540,253

Sch. E-Pt. 2
NONE

Sch. E-Pt. 3
NONE

**2012 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK**

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
Schedule B – Part 1	E04	Schedule S – Part 6	36
Schedule B – Part 2	E05	Schedule S – Part 7	37
Schedule B – Part 3	E06	Schedule T – Part 2 – Interstate Compact	38
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Other Considerations	39
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Schedule BA – Verification Between Years	SI03	Statement of Revenue and Expenses	4
Schedule D – Part 1	E10	Summary Investment Schedule	SI01
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	43
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 6 – Section 1	E16	Underwriting and Investment Exhibit – Part 3	14